

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.***

Debtors.

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Pandora Select Partners, LP
Name of Transferee

Gary E. Saul, Mary Saul and Devon Saul
Name of Transferor

Name and Address where notices to transferee should be sent:

c/o Whitebox Advisors, LLC
3033 Excelsior Blvd, Suite 300
Minneapolis, MN 55416-4675
Attn: Dale Willenbring
E-mail: dwillenbring@whiteboxadvisors.com
Phone: 612-253-6068
Last Four Digits of Acct #: N/A

Court Claim # (if known): 1379
Total Amount of Claim: \$1,700,000.00
Amount of Claim Transferred: \$1,700,000.00
Date Claim Filed: October 29, 2009

Name and Address where transferee payments should be sent (if different from above): N/A

****PLEASE SEE ATTACHED DOCUMENTS****

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By

Pandora Select Partners, LP

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

Mark Stroffing CLO

Date: April 5, 2011

EXHIBIT A

Proof of Claim

B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor General Motors Corporation		Case Number 09-50026
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property) Gary E. Saul, Mary Saul + Devon Saul		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim
Name and address where notices should be sent Paul F. Ferguson, JR. Provost + Humphrey Law Firm P.O. Box 4905 Beaumont TX 77704		Court Claim Number _____ (If known)
Telephone number (409) 835-6000		Filed on _____
Name and address where payment should be sent (if different from above) Same as above		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Telephone number		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1 Amount of Claim as of Date Case Filed \$26,000,000.00		5 Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.
If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4.		Specify the priority of the claim.
If all or part of your claim is entitled to priority, complete item 5.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
2 Basis for Claim personal injury (See instruction #2 on reverse side)		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
3 Last four digits of any number by which creditor identifies debtor _____		<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
3a Debtor may have scheduled account as _____ (See instruction #3a on reverse side)		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
4 Secured Claim (See instruction #4 on reverse side) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
Nature of property or right of setoff <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Describe _____		Amount entitled to priority \$ _____
Value of Property \$ _____ Annual Interest Rate _____ %		
Amount of arrearage and other charges as of time case filed included in secured claim, if any \$ _____ Basis for perfection _____		
Amount of Secured Claim \$ _____ Amount Unsecured \$ _____		
6 Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7 Documents Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)		
DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING		
If the documents are not available please explain _____		
Date 8/24/09		
Signature The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		

Penalty for presenting fraudulent claim - Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 and 3571

RECEIVED
AUG 31 2009
U.S. BANKRUPTCY COURT, SDNY

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Gary E. Saul, Mary Saul and Devon Saul** (collectively, "Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to the Assignee set forth below (the "Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Motors Liquidating Company** (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, *In re: Motors Liquidation Company, et al.*, Chapter 11 Case No. **09-50026 (REG) (Jointly Administered)**, pending in the United States Bankruptcy Court for the **Southern District of New York** (the "Bankruptcy Court"), in the amount of \$1,700,000.00 (the "Claim") designated as proof of claim number 1379.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

(signatures on next page)

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 31st day of ~~April~~ March, 2011.

ASSIGNOR

GARY E. SAUL

ASSIGNEE

PANDORA SELECT PARTNERS, LP

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

By: _____
Name: _____
Title: _____

By: [Signature]
Name: Mark Sterling
Title: CEO

STATE OF _____)
)
COUNTY OF _____) SS.:

On the ____ day of April, 2011 before me, a Notary Public in and for said State, personally appeared GARY E. SAUL known to me to be the person who executed the within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day and year in this certificate first above written.

Notary Public

My Commission expires _____

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 31 day of March, 2011.

ASSIGNOR

GARY E. SAUL

By: Gary E Saul
Name: _____
Title: _____

ASSIGNEE

PANDORA SELECT PARTNERS, LP

By: Pandora Select Advisors, LLC its General Partner

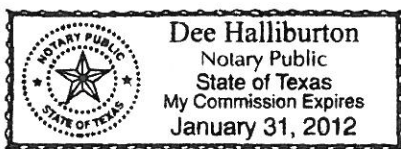
By: Whitebox Advisors, LLC its Managing Member

By: _____
Name: _____
Title: _____

STATE OF Texas)
) ss.:
COUNTY OF Travis)

On the 31 day of March, 2011 before me, a Notary Public in and for said State,
personally appeared GARY E. SAUL known to me to be the person who executed the within
instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day
and year in this certificate first above written.



Dee Halliburton
Notary Public

My Commission expires 1-31-2012

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ASSIGNOR

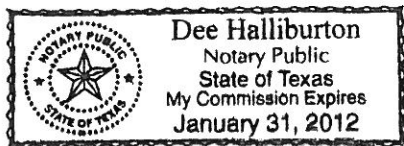
MARY SAUL

By:
Name:
Title:

STATE OF Texas)
)
COUNTY OF Travis) SS.:

On the 31 day of March, 2011 before me, a Notary Public in and for said State, personally appeared MARY SAUL known to me to be the person who executed the within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day and year in this certificate first above written.



Dee Halliburton
Notary Public

My Commission expires 1-31-2012

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ASSIGNOR

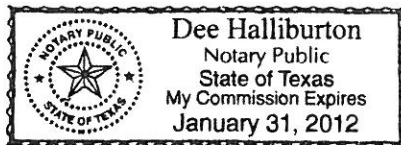
DEVON SAUL

By: [Signature]
Name: _____
Title: _____

STATE OF Texas)
)
COUNTY OF Travis) SS.:

On the 31 day of March, 2011 before me, a Notary Public in and for said State, personally appeared DEVON SAUL known to me to be the person who executed the within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the day and year in this certificate first above written.



Dee Halliburton
Notary Public

My Commission expires 1-31-2012